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HUA HONG SEMICONDUCTOR LIMITED 華虹半導體有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 01347)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Hua Hong Semiconductor Limited (the “Company”) will be held as a hybrid meeting on 10 February 2026 at 2:30 p.m., (or at any adjournment thereof) with a combination of a physical meeting at No. 288, Halei Road, Zhangjiang Hi-Tech Park, Shanghai, PRC and a virtual meeting online to consider and, if thought fit, pass the following resolutions.

Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 22 January 2026 (the “Circular”).

ORDINARY RESOLUTIONS

1. To consider and approve the proposal on the Company’s issuance of RMB Shares to purchase the Target Assets and raise supporting funds, and related party/connected transactions complying with relevant laws and regulations;
2. To consider and approve the proposal on adjusting the Company’s plan for purchasing assets and raising supporting funds and related party/connected transactions, where the final Consideration will be settled by way of issuing Consideration Shares only instead of a mix of Cash Consideration and Consideration Shares, and such adjustment does not constitute a material change to the overall transaction;
3. To consider and approve the proposal on the Company’s plan for issuance of RMB Shares to purchase assets and raise supporting funds, and related party/connected transactions:
 - (a) Detailed plan for issuance of RMB Shares to purchase assets
 - 3.01 Summary of the plan
 - 3.02 Counterparty
 - 3.03 Transaction consideration and payment method for the target assets
 - 3.04 Type, par value, and listing venue of the shares to be issued

- 3.05 Issuance targets (recipients of the RMB Shares)
- 3.06 Pricing method and price for the RMB Share issuance
- 3.07 Number of RMB Shares to be issued
- 3.08 Lock-up period arrangements
- 3.09 Impairment compensation arrangements
- 3.10 Arrangements for profits and losses during the transition period
- 3.11 Arrangements of accumulated undistributed profits
- (b) Detailed plan for raising supporting funds
 - 3.12 Type, par value, and listing venue of the RMB Shares to be issued
 - 3.13 Issuance method and issuance targets (recipients) of the RMB Shares
 - 3.14 Pricing method and price for the RMB Share issuance
 - 3.15 Issuance size and number of RMB Shares to be issued
 - 3.16 Lock-up period for the RMB Shares
 - 3.17 Intended use of the raised supporting funds
 - 3.18 Arrangement of accumulated undistributed profits
- (c) Shareholder's approval
 - 3.19 Proposed Acquisition LR Independent Shareholders and the Takeovers Code Independent Shareholders approval and specific authorization as required under the relevant provisions of the Listing Rules
- (d) Validity period
 - 3.20 The resolution for this transaction will remain valid for 12 months from the date it is approved in the EGM;

4. To consider and approve the proposal on the “Draft Report on Hua Hong Semiconductor Limited’s Issuance of RMB Shares to Purchase Assets and Raise Supporting Funds, and Related Party/Connected Transactions” and its summary;

5. To consider and approve the proposal on entering into the “Agreement on Issuance of RMB Shares and Cash Payment to Purchase Assets” subject to conditions precedent therein;
6. To consider and approve the proposal on entering into the “Supplemental Agreement on Issuance of RMB Shares to Purchase Assets” subject to conditions precedent;
7. To consider and approve the proposal on entering into the Compensation Agreement subject to conditions precedent;
8. To consider and approve the proposal on confirming that the Proposed Acquisition constitutes a related party/connected transaction;
9. To consider and approve the proposal on confirming that the Proposed Acquisition does not constitute a material asset restructuring nor a listing through restructuring;
10. To consider and approve the proposal on confirming that the Proposed Acquisition complies with articles 11 and 43 of the “Measures for the Administration of the Material Asset Restructurings of Listed Companies” in the PRC;
11. To consider and approve the proposal on confirming that the Proposed Acquisition complies with article 4 of the “Guidelines No. 9 for the Regulation of Listed Companies – Regulatory Requirements for Listed Companies’ Planning and Implementation of Material Asset Restructurings” in the PRC;
12. To consider and approve the proposal on confirming that the Proposed Acquisition complies with article 11.2 of the Shanghai Listing Rules, article 20 of the “Measures for the Continuous Supervision of Companies Listed on the STAR Market (for Trial Implementation)”, and article 8 of the “Rules of the Shanghai Stock Exchange for the Examination of Significant Asset Restructurings of Listed Companies” in the PRC;
13. To consider and approve the proposal on confirming that relevant parties to the Proposed Acquisition do not fall under circumstances prohibiting participation in any material asset restructuring of listed companies;
14. To consider and approve the proposal on the stock price fluctuation of the Company prior to disclosure of information concerning the Proposed Acquisition;
15. To consider and approve the proposal on confirming that the Proposed Acquisition complies with article 11 of the “Measures for the Administration of Registration of Securities Offerings by Listed Companies” in the PRC;
16. To consider and approve the purchase and sale of assets within 12 months prior to the Proposed Acquisition;

17. To consider and approve the confidentiality measures and policies adopted for the Proposed Acquisition;
18. To consider and approve the completeness and compliance of statutory procedures for the Proposed Acquisition and the validity of submitted legal documents;
19. To consider and approve the independence of the valuer of the Target Assets, the reasonableness of the assumptions and the relevance of valuation methods for the purpose of the Asset Valuation, and the fairness of Asset Valuation results of the Proposed Acquisition;
20. To consider and approve the accountants' report, pro forma financial information review report, and Asset Valuation Report related to the Proposed Acquisition;
21. To consider and approve the basis and fairness of pricing for the Proposed Acquisition;
22. To consider and approve the impact of the Proposed Acquisition on the dilution of immediate returns and measures to compensate returns;
23. To consider and approve the engagement of third-party advisers of the Company for the Proposed Acquisition;
24. To consider and approve the Special Deal; and
25. To consider and approve the request for the general meeting of shareholders to authorize the board of directors to fully handle matters related to the Proposed Acquisition.

SPECIAL RESOLUTION

26. To consider and approve the Whitewash Waiver applied for by Huahong Group on behalf of the Huahong Concert Group.

By order of the Board
Hua Hong Semiconductor Limited
Mr. Peng Bai
Chairman and Executive Director

Shanghai, the PRC
22 January 2026

Notes:

1. Details of the resolutions are set out in the Circular. Resolutions number 1 to 25 above are proposed as ordinary resolutions while resolution number 26 above is proposed as a special resolution.

As set out in the Circular, it is a condition precedent to the Acquisition Agreement and the Supplemental Agreement that the Proposed Acquisition is approved by the Proposed Acquisition LR Independent Shareholders and the Takeovers Code Independent Shareholders, and that the grant of Whitewash Waiver is approved by the Takeovers Code Independent Shareholders. Accordingly, (a) the special resolution number 26 is required to be passed by (i) at least 75% of the votes cast by Takeovers Code Independent Shareholders present and voting in person or by proxy at the EGM; and (ii) a majority of votes by way of poll by the Proposed Acquisition LR Independent Shareholders present and voting in person or by proxy at the EGM; (b) the ordinary resolution number 3(c) required to be passed by a majority of votes by way of poll by the Proposed Acquisition LR Independent Shareholders present and voting in person or by proxy at the EGM.

In addition, as set out in the Circular, it is a condition precedent to the Proposed Non-public Issuance of RMB Shares that the Proposed Non-public Issuance of RMB Shares and the Special Deal are approved by the Non-public Issuance Independent Shareholders at the EGM. Accordingly, for the purpose of compliance with the Takeovers Code, the ordinary resolutions number 3(b) and 24 are required to be passed by a majority by way of poll by Non-public Issuance Independent Shareholders present and voting in person or by proxy at the EGM.

For the purpose of compliance with the Administrative Measures for Major Asset Restructuring of Listed Companies (《上市公司重大资产重组管理办法》) in the PRC, resolutions number 1, 2, 3(a)(b)(d), 4 to 23 and 25 are required to be passed by not less than two-thirds of the votes cast by way of poll by the eligible Shareholders present at the EGM.

2. The Company will conduct a hybrid Extraordinary General Meeting with the combination of a physical meeting and a virtual meeting online. Shareholders will have the option of joining the Extraordinary General Meeting either (a) through the physical meeting at No. 288, Halei Road, Zhangjiang Hi-Tech Park, Shanghai, PRC; or (b) through the Internet by using their computer, tablet device or smartphone. Registered Shareholders will be able to attend the Extraordinary General Meeting, vote and submit questions online. Each registered Shareholder's personalized login and access code will be sent to him or her under separate letter.
3. Non-registered Shareholders whose Shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend the Extraordinary General Meeting, vote and submit questions online. In this regard, you should consult directly with your banks, brokers, custodians, nominees or HKSCC Nominees Limited through which your shares are held (as the case may be) (collectively the "**Intermediary**") and instruct the Intermediary to appoint you as proxy or corporate representative to attend and vote at the EGM electronically and in doing so, you will be asked to provide your email address, before the time limit required by the relevant Intermediary. Details regarding the e-Meeting System including the login details will be emailed to you by the Company's Share Registrar, Tricor Investor Services Limited.
4. For the purpose of holding the EGM, the register of members of the Company will be closed from 5 February 2026 to 10 February 2026 (both days inclusive), during which period no transfer of Shares of the Company will be registered. Holders of the Company's Shares whose names appear on the Register of Members on 10 February 2026 are entitled to attend and vote at the EGM.
5. In order to attend and vote at the EGM, the Shareholders shall lodge all transfer documents together with the relevant share certificates to Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on 4 February 2026.
6. Each Shareholder who has the right to attend and vote at the EGM is entitled to appoint in writing one or more proxies, whether a Shareholder or not, to attend and vote on his/her behalf at the EGM.
7. The form of proxy must be signed by the Shareholder or his/her attorney duly authorised in writing or, in the case of a legal person, must either be executed under its common seal or under the hand of a legal representative or other attorney duly authorised to sign the same. If the form of proxy is signed by an attorney of the appointer, the power of attorney authorising that attorney to sign, or other document of authorisation, must be notarially certified.

8. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated URL(<https://evoting.vistra.com/>) using the username and password provided on the notification letter sent by the Company on 22 January 2026, not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. In calculating the aforesaid 48 hours period, no account will be taken of any part of a day that is a public holiday. Accordingly, the form of proxy must be delivered not later than 2:30 p.m. on 7 February 2026. Delivery of the form of proxy shall not preclude a Shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
9. Pursuant to the Listing Rules and the Takeovers Code, any vote of Shareholders at a general meeting must be taken by way of poll. As such, the resolutions set out in the Notice of the EGM will be voted on by poll. Results of the poll voting will be published on the website of the Hong Kong Stock Exchange at www.hkexnews.hk after the EGM.
10. Where there are joint registered holders of any share of the Company, only the person whose name stands first on the Register of Members in respect of such share may vote at the EGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto.
11. Shareholders who attend the EGM in person or by proxy shall bear their own transportation and accommodation expenses.

As at the date of this notice, the Board comprises:

Executive Director:

Peng Bai (*Chairman and President*)

Non-Executive Directors:

Jun Ye
Guodong Sun
Bo Chen
Chengyan Xiong

Independent Non-Executive Directors:

Stephen Tso Tung Chang
Kwai Huen Wong, JP
Songlin Feng

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.